

Fill in this information to identify the case:

United States Bankruptcy Court for the:

____ District of Delaware
(State)Case number (if known): _____ Chapter 11☐ Check if this is an amended filing**Official Form 201****Voluntary Petition for Non-Individuals Filing for Bankruptcy**

06/22

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. **Debtor's name** Takeoff Technologies, Inc.

2. **All other names debtor used in the last 8 years** N/A
Include any assumed names, trade names, and *doing business* as names

3. **Debtor's federal Employer Identification Number (EIN)** 8 1 - 3 1 9 0 5 5 2

4. Debtor's address	Principal place of business	Mailing address, if different from principal place of business
	<u>203 Crescent Street</u>	
	Number Street	Number Street
	<u>Suite 203</u>	P.O. Box
	<u>Waltham, Massachusetts 02453</u>	
	City State ZIP Code	City State ZIP Code
	Location of principal assets, if different from principal place of business	
	<u>Middlesex</u>	
	County	Number Street
		City State ZIP Code

5. **Debtor's website (URL)** https://www.takeoff.com/

Debtor Takeoff Technologies, Inc. Case number (if known) _____
 Name

6. Type of debtor

- ☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
☐ Partnership (excluding LLP)
☐ Other. Specify: _____

7. Describe debtor's business*A. Check one:*

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
☐ Railroad (as defined in 11 U.S.C. § 101(44))
☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
☒ None of the above

B. Check all that apply:

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

4 5 9 9

8. Under which chapter of the Bankruptcy Code is the debtor filing?

A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.

Check one:

- ☐ Chapter 7
☐ Chapter 9
☒ Chapter 11. *Check all that apply:*

- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$3,024,725. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, **and it chooses to proceed under Subchapter V of Chapter 11.** If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12

Debtor Takeoff Technologies, Inc. Case number (if known) _____
Name

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

☒ No

☐ Yes. District _____ When _____ Case number _____
MM / DD / YYYY

If more than 2 cases, attach a separate list.

District _____ When _____ Case number _____
MM / DD / YYYY

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

☐ No

☒ Yes. Debtor See Schedule 1 Relationship See Schedule 1

District Delaware When 05/30/2024

MM / DD / YYYY

List all cases. If more than 1, attach a separate list.

Case number, if known _____

11. Why is the case filed in this district?

Check all that apply:

☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.

☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

☒ No

☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? *(Check all that apply.)*

☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? _____

☐ It needs to be physically secured or protected from the weather.

☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

☐ Other _____

Where is the property?

Number _____ Street _____

City _____ State ZIP Code _____

Is the property insured?

☐ No

☐ Yes. Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information

Debtor Takeoff Technologies, Inc.
Name

Case number (if known) _____

13. Debtor's estimation of available funds

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors

- | | | |
|----------------------------------|---|--|
| <input type="checkbox"/> 1-49 | <input checked="" type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5,001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 | | |

15. Estimated assets

- | | | |
|--|--|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input checked="" type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

16. Estimated liabilities

- | | | |
|--|---|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input checked="" type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 05/30/2024
MM / DD / YYYY

X/s/ Brett M. Anderson

Signature of authorized representative of debtor

Brett M. Anderson

Printed name

Title Deputy Chief Restructuring Officer

Debtor
Name

Takeoff Technologies, Inc.

Case number (if known)

18. Signature of attorney

 /s/ Joseph M. Mulvihill

Signature of attorney for debtor

Date05/30/2024MM / DD / YYYY

Joseph M. Mulvihill

Printed name

Young, Conaway, Stargatt & Taylor LLP

Firm name

Rodney Square, 1000 N. King Street

NumberStreet

Wilmington

City

DE

State

19801

ZIP Code

(302) 571-6600

Contact phone

jmulvihill@ycst.com

Email address

6061

Bar number

DE

State

Schedule 1**Pending Bankruptcy Cases Filed by Affiliates of the Debtor**

On May 30, 2024, each of the affiliated entities listed below filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code in the United States Bankruptcy Court for the District of Delaware.

COMPANY
Takeoff Technologies, Inc.
Takeoff Technologies Canada, Inc.
Takeoff Technologies Australia Pty Ltd. (ACN 639 288 958)
Takeoff Technologies FZE
Takeoff International Subco India Private Limited
Takeoff International Subco, LLC

**ACTION BY UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS OF
TAKEOFF TECHNOLOGIES, INC.**

The undersigned, constituting all of the members of the Board of Directors (the “Board” or “Board of Directors”) of Takeoff Technologies, Inc., a Delaware corporation (the “Company”), pursuant to Section 141(f) of the Delaware General Corporation Law and the Bylaws of the Company, hereby adopt the following resolutions (collectively, the “Resolutions”) on this 29th day of May, 2024 by unanimous written consent, to take full force and effect immediately.

WHEREAS, the Company has been experiencing severe financial distress and the Board has previously reviewed, considered, and discussed certain materials presented by the management of the Company (“Management”) and the Company’s financial, legal and other advisors (the “Advisors”), including, but not limited to, materials regarding the liabilities and obligations of the Company, its liquidity, strategic alternatives available to it, and the effect of the foregoing on the Company’s business and operations, and has had adequate opportunity to consult such persons regarding the materials presented, obtain additional information, and to fully consider each of the strategic alternatives available to the Company; and

WHEREAS, based on such review, advice and analysis, the Board has determined to seek the protections provided under chapter 11 of title 11 of the United States Code, 11 U.S.C. § 101 *et seq.* (as amended, the “Bankruptcy Code”).

I. Chapter 11 Filing

NOW THEREFORE, BE IT RESOLVED, that in the judgment of the Board, it is desirable and in the best interests of the Company, its stakeholders, its creditors, and other parties in interest, that the Company file or cause to be filed a voluntary petition for relief (the “Bankruptcy Petition”) under the provisions of chapter 11 of title 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”); and

RESOLVED FURTHER, that John DiDonato, Brett Anderson, and any other duly appointed officer of the Company as well as any designee and delegate of any duly appointed officer of the Company (each, an “Authorized Person,” and collectively, the “Authorized Persons”) are each hereby authorized and appointed to act as signatory on behalf of the Company in respect of the filing of the Bankruptcy Petition and related matters contemplated by these Resolutions, and each Authorized Person acting alone or with one or more other Authorized Persons be, and each of them hereby is, authorized, empowered, and directed to execute and file on behalf of the Company all agreements, certificates, petitions, schedules, lists, and other motions, papers, or documents (including the filing of financing statements), and to take any and all actions that they deem necessary, appropriate, or desirable to obtain such relief, including, without limitation, any action necessary, appropriate, or desirable to maintain the ordinary course operation of the Company’s businesses.

II. Debtor-in-Possession Financing

WHEREAS, to facilitate the Company's ongoing operations during the Company's bankruptcy proceedings, the Company will obtain benefits from (a) the incurrence of debtor-in-possession financing obligations (the "DIP Financing"); and (b) the use of collateral, including cash collateral, as that term is defined in section 363(a) of the Bankruptcy Code (the "Cash Collateral"), which is security for the secured lenders on the DIP Financing (the "DIP Lenders");

WHEREAS, in order to use and obtain the benefits of (a) the DIP Financing and (b) the Cash Collateral, and in accordance with section 363 of the Bankruptcy Code, it is contemplated that the Company will provide certain liens, claims, and other adequate protection to the DIP Lenders (the "DIP Obligations"), as documented in proposed interim and final orders (collectively, the "DIP Orders") to be submitted for approval to the Bankruptcy Court; and

WHEREAS, it is contemplated that the Company and certain affiliates of the Company will enter into that certain Debtor-In-Possession Credit Agreement (the "DIP Credit Agreement"), that certain Intellectual Property License and Services Agreement (the "IP License Agreement"), and that certain Intellectual Property Sublicense Agreement (the "IP Sublicense Agreement," and together with the DIP Credit Agreement, and IP License Agreement, and any related ancillary documents, the "DIP Facility Documents");

NOW THEREFORE, BE IT RESOLVED, that the Authorized Persons be, and each of them individually hereby is, acting alone, authorized and empowered to execute and deliver for and on behalf of the Company, the DIP Facility Documents, with any changes or modifications as may be approved by the Authorized Person executing the same, the authority of such Authorized Person so to act to be conclusively evidenced by such Authorized Person's execution thereof, and that any action heretofore taken in connection therewith by any Authorized Person is hereby approved, adopted, ratified and confirmed;

RESOLVED FURTHER, that the form, terms, and provisions of the DIP Orders to which the Company is or will be subject, and the actions and transactions contemplated thereby be, and hereby are authorized, adopted, and approved, and each of the Authorized Persons be, and hereby is, authorized and empowered, in the name of and on behalf of the Company, to take such actions and negotiate or cause to be prepared and negotiated and to execute, deliver, perform, and cause the performance of, the DIP Orders, the DIP Facility Documents, and such other agreements, certificates, instruments, receipts, petitions, motions, or other papers or documents to which the Company or any subsidiary thereof will be a party, including, but not limited to, any security and pledge agreement or guaranty agreement (collectively with the DIP Orders and DIP Facility Documents, the "DIP Documents"), incur and pay or cause to be paid all fees and expenses and engage such persons as the Authorized Persons shall approve, such approval to be conclusively evidenced by such Authorized Person's execution and delivery thereof;

RESOLVED FURTHER, that the Company, as a debtor and debtor-in-possession under the Bankruptcy Code be, and hereby is, authorized to incur the DIP Obligations and certain obligations related to the DIP Financing and to undertake any and all related transactions on substantially the same terms as contemplated under the DIP Documents (collectively, the “DIP Transactions”), including granting liens on its assets to secure such obligations, and granting, conveying, or otherwise transferring any interest in the Company’s intellectual property; and

RESOLVED FURTHER, that the Authorized Persons be, and hereby are, authorized, directed and empowered, and each of them acting alone hereby is, authorized, directed, and empowered in the name and on behalf of the Company to take such actions as in their discretion determined to be necessary, desirable or appropriate and execute the DIP Transactions, including delivery of the DIP Documents and all other instruments, certificates, notices, assignments and documents related thereto;

RESOLVED FURTHER, that each of the Authorized Persons be, and hereby are, authorized, directed and empowered in the name of and on behalf of the Company to file, or cause to be filed, any Uniform Commercial Code (the “UCC”) financing statements, any other equivalent filings, any intellectual property filings and recordation and any necessary assignments for security or other documents in the name of the Company that may be necessary or appropriate to perfect any lien or security interest granted under the DIP Orders, including any such UCC financing statement containing a generic description of collateral, such as “all assets,” “all property now or hereafter acquired,” and other similar descriptions of like import, and to execute and deliver, and to record or authorize the recording of such other filings in respect of intellectual and other property of the Company;

RESOLVED FURTHER, that each of the Authorized Persons be, and hereby is, authorized, directed and empowered in the name of and on behalf of the Company to take any of the following actions from time to time:

1. Grant security interests and liens in any real, personal or other property belonging to or under the control of the Company as security for the DIP Documents; and to execute and deliver any and all security agreements, pledges, mortgages, deeds of trust and other security instruments and other documents to effectuate the grant of such security interests and liens, which security instruments and other documents shall be in such form and content as an Authorized Person executing such security instruments and other documents shall approve (which approval shall be evidenced by the execution and delivery of such security instruments and other documents);
2. Waive on behalf of the Company, and in any agreement, instrument or document executed by the Company, any and all rights of the Company to require any lenders or agents under the DIP Documents to adhere to certain processes, including, without limitation, the right to a jury trial in an action or suit against such agents and/or lenders; and

3. Transact any other business with such agents and/or lenders incidental to the powers hereinabove granted; and

RESOLVED FURTHER, that each of the Authorized Persons be, and hereby is, authorized, directed and empowered in the name of and on behalf of the Company to take all such further actions, including, without limitation, to pay or approve the payment of all fees and expenses payable in connection with the DIP Transactions and all fees and expenses incurred by or on behalf of the Company in connection with the foregoing resolutions, in accordance with the terms of the DIP Documents, which shall, in their sole judgement be necessary, desirable, proper or advisable and reasonable to perform any of the Company's obligations under or in connection with the DIP Orders or any of the other DIP Documents and the transactions contemplated therein and to carry out fully the intent of the foregoing resolutions.

III. Retention of Professionals

RESOLVED FURTHER, that each of the Authorized Persons, acting alone or with one or more other Authorized Persons be, and hereby are, authorized, empowered and directed to employ: (i) Sheppard Mullin, Richter & Hampton LLP as general bankruptcy counsel; (ii) Young, Conaway, Stargatt & Taylor LLP as local bankruptcy counsel; (iii) Huron Consulting Services LLC as financial advisor and restructuring advisor; (iv) Huron Transaction Advisory LLC as investment banker; (v) Kroll Restructuring Administration LLC as the Company's notice, claims, and ballot agent; and (vi) any other legal counsel, accountants, financial advisors, restructuring advisors or other professionals the Authorized Persons deem necessary, appropriate or advisable; each to represent and assist the Company in carrying out its duties and responsibilities and exercising its rights under the Bankruptcy Code and any other applicable law; and in connection therewith, the Authorized Persons, acting alone or with one or more other Authorized Persons be, and hereby are authorized, empowered and directed, in accordance with the terms and conditions hereof, to execute (under the common seal of the Company, if appropriate) appropriate retention agreements, pay appropriate retainers, and to cause to be filed appropriate applications for authority to retain such services;

RESOLVED FURTHER, that each of the Authorized Persons, acting alone or with one or more other Authorized Persons be, and hereby are, authorized, empowered and directed to execute and file all agreements, certificates, petitions, schedules, motions, lists, applications, pleadings, and other papers, and to perform such further actions and execute such further documentation that the Authorized Persons in their absolute discretion deem necessary, appropriate or desirable in accordance with these Resolutions;

IV. General Authorizations

RESOLVED FURTHER, that the Company hereby authorizes any affiliate of the Company or any entity of which the Company is the sole member, general partner, managing member, or equivalent manager, as applicable, including, without limitation, Takeoff International Subco, LLC, a Delaware limited liability company, to take each of the actions described in these Resolutions or any of the actions authorized in these

Resolutions with respect to the Company, and none of the Resolutions contained herein, or action taken in furtherance hereto, shall have or cause an adverse effect on any such subsidiary, affiliate, or the Company's interest therein (including without limitation, any automatic dissolution, divestiture, dissociation, or like event under applicable law);

RESOLVED FURTHER, that in addition to the specific authorizations heretofore conferred upon the Authorized Persons, each of the Authorized Persons be, and hereby is, authorized and empowered, in the name of and on behalf of the Company, to take or cause to be taken any and all such other and further action, and to execute, acknowledge, deliver, and file any and all such agreements, certificates, instruments, and other documents and to pay all expenses, including but not limited to filing fees, in each case as in such Authorized Person's judgment, shall be necessary, appropriate, or desirable in order to fully carry out the intent and accomplish the purposes of the Resolutions adopted herein;

RESOLVED FURTHER, that the Board has received sufficient notice of the actions and transactions relating to the matters contemplated by the Resolutions, as may be required by the organizational documents of the Company, or hereby waives any right to have received such notice;

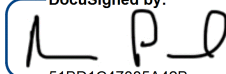
RESOLVED FURTHER, that all acts, actions, and transactions relating to the matters contemplated by these Resolutions done in the name of and on behalf of the Company, which acts would have been approved by the Resolutions except that such acts were taken before the adoption of these Resolutions, are hereby in all respects approved, confirmed and ratified as the true acts and deeds of the Company with the same force and effect as if each such act, transaction, agreement, or certificate had been specifically authorized in advance by resolution of the Board;

RESOLVED FURTHER, that each of the Authorized Persons be and hereby is, authorized and empowered to take all actions or to not take any action in the name of and on behalf of the Company with respect to the transactions contemplated by these Resolutions as such Authorized Person shall deem necessary, appropriate, or desirable in such Authorized Person's reasonable business judgment as may be necessary, appropriate, or desirable to effectuate the purposes of the transactions contemplated in these Resolutions; and

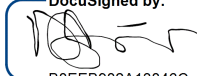
RESOLVED FURTHER, that these Resolutions, adopted by unanimous written consent, may be executed and delivered in any number of counterparts (including by facsimile or email with scanned attachment) and, upon such execution and delivery, such counterparts shall have the same force and effect as an original and together shall constitute one and the same instrument.

[Signature Pages Follow]

IN WITNESS WHEREOF, the undersigned have executed this Action by Unanimous Written Consent as of the date first written above.

DocuSigned by:

51BD1C47085A42B...

Adam Paul

DocuSigned by:

B8FEB982A13846C...

Durc Savini

Fill in this information to identify the case:Debtor name: Takeoff Technologies, Inc., *et al.*

United States Bankruptcy Court for the: District of Delaware

Case number (if known): _____

☐ Check if this is an amended filing**Official Form 204****Chapter 11 or Chapter 9: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders**

12/15

A list of creditors holding the 30 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 30 largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured Claim
1 KNAPP, Inc. 2124 Barrett Park Drive Suite 100 Kennesaw, GA 30144	Attn: Gerald Hofer, Chief Executive Officer PHONE: (678) 388-2880 EMAIL: william.stenger@knapp.com	Trade	C,U,D			\$9,777,415.08
2 Hy-Vee, Inc. 5820 Westown Parkway West Des Moines, IA 50266-8223	Attn: Jeremy Gosch, Chief Executive Officer PHONE: (515) 267-2800 EMAIL: jgosch@hy-vee.com; ProductInquiry@hy-vee.com	Trade	C,U,D			\$7,051,526.74
3 KNAPP Systemintegration GmbH Waltenbachstraße 9 Leoben, Leoben 8700 Austria	Attn: Gerald Hofer, Chief Executive Officer PHONE: +43 5 04953 0 EMAIL: ksi.aviso@knapp.com	Trade	C,U,D			\$2,102,492.76
4 Associated Wholesale Grocers, Inc. 5000 Kansas Avenue Kansas City, KS 66106	Attn: James Neumann, Senior Vice President PHONE: (913) 288-1000	Trade	C,U,D			\$1,650,000.00
5 Gunderson Dettmer Stough Villeneuve Franklin & Hachigan, LLP 550 Allerton St. Redwood City, CA 94063	Attn: Jeffrey P. Higgins, Managing Partner & Dom Barnett - Controller PHONE: (650) 321-2400 EMAIL: jhiggins@gunder.com; dbarnett@gunder.com	Trade				\$214,888.07
6 Doit International USA Inc 5201 Great America Pkwy, Ste. 320 Santa Clara, CA 95054	Attn: Vadim Solovey, Chief Executive Officer PHONE: +972 54-289-9342; (408) 831-3500 EMAIL: billing@doit-intl.com	Trade				\$210,354.18
7 Ricoh USA, Inc. 300 Eagleview Boulevard, Suite 20 Exton, PA 19341	Attn: Carsten Bruhn, President and CEO PHONE: (610) 296-8000 EMAIL: nicole.hinchey@ricoh-usa.com	Trade				\$114,164.80
8 The Siemon Company 101 Siemon Company Drive Watertown, CT 06795	Attn: Henry Siemon, President & CEO PHONE: (860) 945-4200 EMAIL: accounts_receivable@siemon.com	Trade				\$79,293.80
9 invenia 30 Sovereign Street 2nd Floor Leeds, England LS1 4BA United Kingdom	Attn: Jenny Barber - Finance Manager PHONE: +44 20 8132 6898 EMAIL: jbarber@inveniagroup.com	Trade				\$56,250.00
10 PrepRite By Everidge 15600 37th Ave N #100 Plymouth, MN 55446	Attn: Chris Kahler, President and Chief Executive Officer PHONE: (888) 227-1629 EMAIL: ar@everidge.com	Trade				\$49,238.00
11 Brilyant IT Solutions Pvt Ltd New Municipal No. 139, HAL Airport Road Bengaluru (Bangalore) Urban, Karnataka 560008 India	Attn: Suresh Reddy, CEO PHONE: +91 9739851757 EMAIL: debabrata.pattnaik@brilyant.com; phani@brilyant.com	Trade				\$45,760.04
12 BDO USA LLP 1 International Place 4th Floor Boston, MA 02110	Attn: Wayne Berson, Principal, Chief Executive Officer & Bob Kender, IT RAS Managing Director PHONE: (617) 422-0700 EMAIL: arlockbox@bdo.com; wberson@bdo.com	Trade				\$27,800.00

13	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured Claim
13	Oracle Netsuite 2300 Oracle Parkway Austin, TX 94065	Attn: Evan Goldberg, Executive Vice President PHONE: (571) 831-7379 EMAIL: collectionsteam_us@oracle.com	Trade				\$24,064.83
14	LinkedIn Corporation 1000 W Maude Ave Sunnyvale, CA 94085	Attn: Ryan Roslansky, Chief Executive Officer & Megan Straub, Account Director PHONE: (415) 913-2863 EMAIL: mstraub@linkedin.com, ar-receipts@linkedin.com	Trade				\$20,793.28
15	Upshop 401 East Jackson Street Suite 3300 Tampa, FL 33602	Attn: Shamus Hines, Chief Executive Officer PHONE: (813) 849-1818 EMAIL: accounting@applieddatacorp.com	Trade				\$20,000.00
16	Postman 201 Mission Street Suite 2375 San Francisco, CA 94105	Attn: Abhinav Asthana, CEO and co-founder PHONE: (415) 796-6470 EMAIL: info@postman.com; abhinav@postman.com	Trade				\$18,552.75
17	ChartHop, Inc. 130 Shore Road Ste. 350 Port Washington, NY 11050-2205	Attn: Ian White, Chief Executive Officer PHONE: (315) 992-8086 EMAIL: billing@charthop.com	Trade				\$18,453.50
18	Wrike 70 N. 2nd Street San Jose, CA 95113	Attn: President or General Counsel PHONE: (650) 318-3551 EMAIL: ar@team.wrike.com	Trade				\$16,893.75
19	Perfect Packet LLC 115 East First Street, Suite 2E Hinsdale, IL 60521	Attn: Zach Mau - Co-Founder PHONE: (773) 598-7280 EMAIL: contact@perfect-packet.com	Trade				\$12,839.39
20	JAMF Software, LLC 100 Washington Ave S Suite 1100 Minneapolis, MN 55401	Attn: John Strosahl, Chief Executive Officer PHONE: (612) 605-6625 EMAIL: receivables@jamf.com; info@jamf.com	Trade				\$10,000.00
21	Morgan, Brown & Joy, LLP 200 State Street, Boston, MA 02109-2605	Attn: Jaclyn L. Kugell - Managing Partner PHONE: (617) 523-6666 EMAIL: jkugell@morganbrown.com	Trade				\$7,922.50
22	Schenker Australia Pty Ltd 72-80 Bourke Road Alexandria, New South Wales Australia	Attn: Jochen Thewes, Chief Executive Officer PHONE: (02) 9333 0496 EMAIL: rasul.chepuwala@dbschenker.com; jochen.thewes2@dbschenker.com	Trade				\$7,820.45
23	LinkEx, Inc. 3535 N Houston School Rd Suite 200 Lancaster, TX 75134	Attn: David Miller, Vice President and General Manager PHONE: (678) 690-5117 EMAIL: info@linkex.us	Trade				\$5,441.75
24	Lando & Anastasi, LLP 60 State Street 23rd Floor Boston, MA 02109	Attn: John N. Anastasi, Partner PHONE: (617) 395-7000 EMAIL: accounting@lalaw.com	Trade				\$5,249.75
25	RSM Australia Pty Ltd 60 Castlereagh Street Level 13 Sydney, New South Wales Australia	Attn: Jamie O'Rourke, National Chairman PHONE: +61 2 8226 4500 EMAIL: brooke.easton@rsm.com.au; jamie.orourke@rsm.com.au	Trade				\$5,179.74
26	Baker Tilly US, LLP 10 Terrace Court PO Box 7398 Madison, WI 53707-7398	Attn: Adam L. Grinde, CPA, Managing Partner PHONE: (608) 249-6622 EMAIL: e-invoice@bakertilly.com	Trade				\$5,022.50
27	iDeals 815 N Royal Street Suite 202 Alexandria, VA 22314	Attn: President or General Counsel PHONE: 1 (800) 471-5636 EMAIL: accounts.receivable@idealscorp.com	Trade				\$4,621.88

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured Claim
28	Pitch Public Relations, LLC 1820 E Ray Rd Chandler, AZ 85225	Attn: Ann Noder, CEO/President PHONE: (480) 263-1557 EMAIL: ann@pitchpublicrelations.com	Trade				\$3,600.00
29	Peach Labs, Inc. 108 S Jackson St Suite 300 Seattle, WA 98104	Attn: Nishant Singh, Co-Founder & CEO PHONE: (619) 736-6036 EMAIL: hello@peachd.com	Trade				\$3,569.93
30	ClearCompany LLC 200 Clarendon St. Floor 49 Boston, MA 02116	Attn: Andre Lavoie, CEO and Co-Founder PHONE: (617) 938-3801 EMAIL: billing@clearcompany.com; info@clearcompany.com	Trade				\$3,244.08

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

TAKEOFF TECHNOLOGIES, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. _____

(Joint Administration Requested)

**CONSOLIDATED CORPORATE OWNERSHIP
STATEMENT AND LIST OF EQUITY INTEREST HOLDERS
PURSUANT TO FED. R. BANKR. P. 1007(a)(1), 1007(a)(3), AND 7007.1**

Pursuant to Rules 1007(a)(1), 1007(a)(3), and 7007.1 of the Federal Rules of Bankruptcy Procedure, the above-captioned debtors and debtors in possession (collectively, the “Debtors”), respectfully represent as follows:

1. Medical Investment Group Ltd. owns approximately 36.7% of the outstanding shares of Takeoff Technologies, Inc.
2. Assinatura Ltd. owns approximately 11.1% of the outstanding shares of Takeoff Technologies, Inc.
3. A list of Takeoff Technologies, Inc.'s equity interest holders and their addresses is attached hereto as **Exhibit A**.
4. Takeoff Technologies Canada, Inc., Takeoff Technologies Australia Pty Ltd. (ACN 639 288 958), Takeoff Technologies FZE, and Takeoff International Subco, LLC are each 100% owned by Takeoff Technologies, Inc.
5. Takeoff International Subco India Private Limited is 99.99% owned by Takeoff Technologies, Inc., and .01% owned by Takeoff International Subco, LLC.

¹ The Debtors in these chapter 11 cases, along with the last four digits of the Debtors federal tax identification numbers, as applicable, are: Takeoff Technologies, Inc. (0552); Takeoff Technologies Canada, Inc.; Takeoff Technologies Australia Pty Ltd. (ACN 639 288 958); Takeoff Technologies FZE; Takeoff International Subco India Private Limited; and Takeoff International Subco, LLC. The location of the Debtors' principal place of business and the Debtors' service address in these chapter 11 cases is 203 Crescent Street, Suite 203, Waltham, Massachusetts 02453.

Exhibit A

List of Takeoff Technologies, Inc.'s Equity Interest Holders

Exhibit A

List of the Debtors' Shareholder and Warrant Holders¹

Name	Shareholder Email	Shareholder Address	Common (CS)	Series Seed Preferred (PS)	Series Seed Preferred (PS) 1:1 Conversion Ratio	Series A Preferred (PA)	Series A Preferred (PA) 1:1 Conversion Ratio	Series B-1 Preferred (PB1)	Series B-1 Preferred (PB1) 1.0396257277 02833424204 583429:1 Conversion Ratio	Series B Preferred (PB)	Series B Preferred (PB) 1:1 Conversion Ratio	Series C-1 Preferred (PC1)	Series C-1 Preferred (PC1) 2.9346149210 558033023984 57274:1 Conversion Ratio	Series C Preferred (PC)	Series C Preferred (PC) 3.1557390221 36515206299 46567:1 Conversion Ratio	Series D Preferred (PD)	Series D Preferred (PD) 1:1 Conversion Ratio	Options and RSU's Outstanding Under 2016 Stock Plan	(W) Common Warrants
01Ventures Cayman Series L.P.	alejandrop.ponce.pe@gmail.com	Singel 542, Amsterdam, AZ, NL, 1017, Netherlands						41,446	43,087										
2019 Alternative Public Investments LLC	vincemaglio@yahoo.com	No Address Available	25,000																
Abdullah Aljamal	Email Address on File	No Address Available	833																
AFOS, LLC	carlos_ingles@mckinsey.com	C/O CORPORATION SERVICE COMPANY, 251 LITTLE FALLS DRIVE, WILMINGTON, DE, 19808										798,817	2,344,220						
Akanksha Jain-Taylor	Email Address on File	Address on File	1,000																
Alejandro Chu	Email Address on File	Address on File	30,000			3,099	3,099	83,615	86,926	22,182	22,182	35,594	104,453	10,552	33,299	44,273	44,273		
Alfredo Millan	Email Address on File	Address on File	10,000															460,000	
Andrii Panfilov	Email Address on File	Address on File	5,833																
Annette Franqui	Email Address on File	No Address Available	249,615																
Anser Investments LLC	carlos.montufar@kfc.com.ec	Attn: General Counsel, 8 The Green, Ste 10450, Dover, DE, 19901										68,450	200,874						
Antonio Annese	Email Address on File	Address on File				25,000	25,000	5,880	6,112					3,354	10,584				
Anuj Sonawala	Email Address on File	No Address Available	20,000																
Arlo Capital Holdings LLC	earboleda@theevgroup.com	9 ROBIN WAY, GREAT NECK, NY, 11021				1,550	1,550	7,935	8,248	11,092	11,092	35,792	105,035	3,142	9,915				
Arturo Bustamante	Email Address on File	No Address Available	3,333																
Assinatura Ltd	isagarduy@lauderdale-mfo.com	Attn: General Counsel, 1150 Lee Wagener Blvd, Fort Lauderdale, FL, 33315		542,820	542,820	1,186,981	1,186,981	1,509,066	1,568,863	582,526	582,526	249,842	733,187	63,654	200,875	266,553	266,553		
AVF LLC	afranqui@forrestalcapital.com	c/o Forrestal Capital, 1450 Brickell Ave #2530, Miami, FL, 33131						273,127	283,949	30,535	30,535	34,225	100,437						
AVF LLC Retirement Plan	afranqui@forrestalcapital.com	c/o Forrestal Capital, 1450 Brickell Ave #2530, Miami, FL, 33131				265,497	265,497			101,195	101,195			13,000	41,024				
Bassler Co Corp	octavio.boccalandro@gmail.com	1300 Wyoming Ave, Forty Fort, PA, 18704	22,000																
Blue Lotus Holdings LLC	mchu@hbs.edu	Attn: General Counsel, 33 Colbert Rd East, West Newton, MA, 02465	5,000			257,750	257,750	229,874	238,982	76,274	76,274			6,365	20,086	100,436	100,436		
Boylston Group LLC	rmateos@boylston-group.com	One Boston Place, 201 Washington Street, Suite 2600, Boston, MA, 02108	15,790																
Brendan Burke	Email Address on File	Address on File	900																
BS Family Trust	Email Address on File	No Address Available														4,016	4,016		
Bukiwi LLC	earboleda@theevgroup.com	445 Grand Bay Drive, Apt 609, Key Biscayne, FL, 33149										35,792	105,035						
Bulleyes Venture Inc.	heidyalmeida@gmail.com	1430 REGAL ROW STE 320, DALLAS, TX, 75247				154,185	154,185	62,030	64,487	44,697	44,697								
Castro-Wright Living Trust	Email Address on File	No Address Available										34,225	100,437						
Chetna Kalwani	Email Address on File	Address on File	2,800																
Contadora Long Term Investment Ltd.	jiglesiaspalau@gmail.com	19 Lancaster Road, Southport, PR8 2LF, United Kingdom	10,000																
Cristina Vanmarcke de Pieretti	Email Address on File	No Address Available	140,576																
Cristobal Botanch	Email Address on File	Address on File	83,333									34,225	100,437						
Deltec Bank and Trust Limited	clienttrading@deltecbank.com	Deltec House, Lyford Cay, NASSAU, Bahamas				126,875	126,875	50,753	52,763	23,446	23,446								
Desarrolladora HK, SA de CV	julio@kuecapital.com	c/o Kue Capital, Paseo de Tamarindos # 100, 201, Bosques de las Lomas, D.F., 05100, Mexico	16,667																
Deturo Investments LLC	isagarduy@lauderdale-mfo.com	Attn: General Counsel, 1150 Lee Wagener Blvd, Fort Lauderdale, FL, 33315										167,703	492,143			204,221	204,221		
Dirk Van Den Bergh	Email Address on File	No Address Available										34,225	100,437					125,500	
Discret LP	rosana.baeumler@sequent.limited	Attn: General Counsel, Seefeld Star 279a, Zurich, 8008, Switzerland										102,675	301,311			40,175	40,175		
Dliver Capital II LP	joseph@mishkinlaw.com	c/o Mishkin & Associates LLC, 1250 E Hallandale Beach Blvd Ste 706, Hallandale Beach, FL, 33009-4641												258,771	816,612				
Dliver Capital III LP	joseph@mishkinlaw.com	c/o Mishkin & Associates LLC, 1250 E Hallandale Beach Blvd Ste 706, Hallandale Beach, FL, 33009-4641	40,001									138,612	406,772						

¹ As of May 9, 2024

Exhibit A

List of the Debtors' Shareholder and Warrant Holders¹

Name	Shareholder Email	Shareholder Address	Common (CS)	Series Seed Preferred (PS)	Series Seed Preferred (PS) 1:1 Conversion Ratio	Series A Preferred (PA)	Series A Preferred (PA) 1:1 Conversion Ratio	Series B-1 Preferred (PB1)	Series B-1 Preferred (PB1) 1.0396257277 02833424204 583429:1 Conversion Ratio	Series B Preferred (PB)	Series B Preferred (PB) 1:1 Conversion Ratio	Series C-1 Preferred (PC1)	Series C-1 Preferred (PC1) 2.9346149210 558033023984 57274:1 Conversion Ratio	Series C Preferred (PC)	Series C Preferred (PC) 3.1557390221 36515206299 46567:1 Conversion Ratio	Series D Preferred (PD)	Series D Preferred (PD) 1:1 Conversion Ratio	Options and RSU's Outstanding Under 2016 Stock Plan	(W) Common Warrants
Diver Capital LP	joseph@mishkinlaw.com	c/o Mishkin & Associates LLC, 1250 E Hallandale Beach Blvd Ste 706, Hallandale Beach, FL, 33009-4641						499,936	519,745										
eCommerce Marketplace, LLC	javierherran@sedanos.com	14655 SW 56th St, Miami, FL 33175	151,179																
Edviro Real Estate LLC	earboleda@theevrgroup.com	445 Grand Bay Drive, Apt 609, Key Biscayne, FL, 33149										14,317	42,014						
EquityZen Growth Technology Fund LLC - Series 1113	portfolio@equityzen.com	c/o EquityZen Inc., 30 Broad Street, Suite 1200, New York, NY, 10004	24,845																
EquityZen Growth Technology Fund LLC - Series 672	portfolio@equityzen.com	c/o EquityZen Inc., 30 Broad Street, Suite 1200, New York, NY, 10004	33,610																
EquityZen Growth Technology Fund LLC - Series 746	portfolio@equityzen.com	c/o EquityZen Inc., 30 Broad Street, Suite 1200, New York, NY, 10004	50,000																
EquityZen Growth Technology Fund LLC - Series 921	portfolio@equityzen.com	c/o EquityZen Inc., 30 Broad Street, Suite 1200, New York, NY, 10004	29,901																
Eric Kho	Email Address on File	Address on File	500																
Eric Peterson	Email Address on File	Address on File	750																
Erik Schweller	Email Address on File	Address on File	1															25,999	
Ermitage Finance Corp	rgtoledo1@aol.com	Uudenmaankatu 7 B 4, Helsinki, 00120, Finland				375,000	375,000	88,194	91,688					50,305	158,749				
Food Retail Ventures, LLC	james@mccann-investments-advisory.com	260 CRANDON BLVD. STE 32-77, KEY BISCAYNE, FL, 33149										34,225	100,437						
Fran Maruca	Email Address on File	Address on File	7,886																
Francisco Ramirez	Email Address on File	No Address Available				185,000	185,000	47,037	48,900										
Frangipani Holdings Investments Ltd.	GLeon@forrestalcapital.com	c/o Forrestal Capital, 1450 Brickell Ave #2530, Miami, FL, 33131				436,982	436,982	555,394	577,400	474,871	474,871	182,862	536,628	159,351	502,870	1,072,672	1,072,672		
Frank Muchacho	Email Address on File	No Address Available	2,500																
Frostwood Corp.	fmarroquin@inmex.com	No Address Available	20,000																
Gamitech LLC	carlos.benatar@gmail.com	19500 TURNBERRY WAY 3D, AVENTURA, FL, 33180				25,697	25,697	11,512	11,968										
Gilbert Araujo	Email Address on File	No Address Available	5,000																
Gopal Shenoy	Email Address on File	Address on File	1,000																
Grupo FKM SA DE CV	fernando@kuecapital.com	c/o Kut Capital, Paseo de Tamarindos # 100, 201, Bosques de las Lomas, D.F., 05100, Mexico	8,334																
Guy Gerber	Email Address on File	No Address Available	4,167																
H2O Capital Innovation, L.P.	mporras@bedrockcapital.com.mx	78 SW 7th St. #500, Miami, FL, 33130	50,000																
Heather Hall	Email Address on File	Address on File	2,000																
HKE 1	julio@kuecapital.com	Paseo de los Tamarindos - Suite 100, Floor 201, Bosques de las Lomas, Mexico City, CDMX, 05100, Mexico	25,000									47,915	140,612						
Ievgenii Myskov	Email Address on File	No Address Available	1,770																
IGNIA SPV III, LLC	sgg@ignia.vc	101 Arch St., 8th Floor, Boston, MA, 02110										358,452	1,051,918						
Isaac Wakszol Family Trust (Irrevocable)	Email Address on File	No Address Available	4,167																
Jacob Garzon	Email Address on File	No Address Available				25,697	25,697	30,104	31,296	7,449	7,449			12,587	39,721				
James Parker	Email Address on File	Address on File	100																
Jaroslav Enrique Alonso	Email Address on File	No Address Available	25,000																
Javier Segovia	Email Address on File	Address on File	110,000																
Jean-Marc Soulier	Email Address on File	No Address Available	13,334																
Jeca Ltd, a British Virgin Islands corporation	guillermo.bolinaga@gmail.com	Flat 16, Arundel Court, West Street, Burgess Hill, West Sussex, RH15 8, United Kingdom										13,690	40,174						
Jim Mullin	Email Address on File	Address on File	1,500																
John Marquez 2015 Irrevocable Trust	Email Address on File	No Address Available	4,167									34,225	100,437						
José Vicente Aguerrevere	Email Address on File	No Address Available	293,660															1,751,387	
José Vicente Aguerrevere 2019 Irrevocable Trust	Email Address on File	Address on File	1,000,000																
Joseph Lee	Email Address on File	Address on File	885																
Juan Carlos Freile Franco	Email Address on File	Address on File										6,845	20,087						
Juan Max Pedró	Email Address on File	Address on File	1,208,619															2,606,736	

List of the Debtors' Shareholder and Warrant Holders¹

Name	Shareholder Email	Shareholder Address	Common (CS)	Series Seed Preferred (PS)	Series Seed Preferred (PS) 1:1 Conversion Ratio	Series A Preferred (PA)	Series A Preferred (PA) 1:1 Conversion Ratio	Series B-1 Preferred (PB1)	Series B-1 Preferred (PB1) 1:0396257277 02833424204 583429:1 Conversion Ratio	Series B Preferred (PB)	Series B Preferred (PB) 1:1 Conversion Ratio	Series C-1 Preferred (PC1)	Series C-1 Preferred (PC1) 2.9346149210 558033023984 57274:1 Conversion Ratio	Series C Preferred (PC)	Series C Preferred (PC) 3.1557390221 36515206299 46567:1 Conversion Ratio	Series D Preferred (PD)	Series D Preferred (PD) 1:1 Conversion Ratio	Options and RSU's Outstanding Under 2016 Stock Plan	(W) Common Warrants
Juan P. Ortiz-Loayza	Email Address on File	No Address Available						3,384	3,517										
Keng-Qui Chia	Email Address on File	Address on File	1,000																
Kenin Associated Corp.	biancaboccc@yahoo.com	4366 Mt. Pleasant St. NW, North Canton, OH, 44720	2,000																
Laura Scott	Email Address on File	Address on File	5,350																
Leslie Rozencwaig on behalf of Rozencwaig & Nadel, LLP 401(k) Plan	Email Address on File	No Address Available				25,697	25,697	13,186	13,708	7,449	7,449								
Lucia Brower 2020 Irrevocable Trust Dated 12.15.20	Email Address on File	Address on File	1,000,000																
M&M Investments and Properties LLC	joseph@mishkinlaw.com	c/o Mishkin & Associates LLC, 1250 E Hallandale Beach Blvd Ste 706, Hallandale Beach, FL, 33009-4641				129,187	129,187	54,452	56,609	44,698	44,698								
M. Family Investments LLC	martingonzalomundo@gmail.com	766 VIOLET LANE, VACAVILLE, CA, 95687				6,198	6,198	31,197	32,432	44,365	44,365	7,529	22,094	8,880	28,022	28,079	28,079		
Manuel Morales	Email Address on File	No Address Available	228,551																
Maranello Holdings LLC	mci@candaladvisors.com	c/o Mishkin & Associates LLC, 1250 E Hallandale Beach Blvd Ste 706, Hallandale Beach, FL, 33009-4641				77,092	77,092	36,245	37,681	22,353	22,353								
Mary Ruth	Email Address on File	No Address Available						16,918	17,588										
Matthew Brown	Email Address on File	Address on File	500																
Matthew Verminski	Email Address on File	Address on File	20,480																
McCann Investments & Advisory LLC	james@mccann-investments-advisory.com	68 Nichols Rd, Cohasset, MA, 02025						41,794	43,449					4,539	14,323				
Medical Investment Group Ltd.	GLeon@forrestalcapital.com	1450 Brickell Avenue - Suite 2530, Miami, FL, 33131	388,270			1,435,946	1,435,946	1,978,070	2,056,451	1,435,021	1,435,021	1,177,205	3,454,642	893,349	2,819,176	7,248,529	7,248,529		185,000
Meme Trust	Email Address on File	No Address Available				25,000	25,000												
Michael Chu	Email Address on File	Address on File	249,615																
Mikhail Mikhailov	Email Address on File	Address on File	3,750																
Misca Holdings LLC	joseph@mishkinlaw.com	c/o Mishkin & Associates LLC, 1250 E Hallandale Beach Blvd Ste 706, Hallandale Beach, FL, 33009-4641	10,000																
Mitchell Freeman	Email Address on File	Address on File	100,000															798,161	
Mitu Investment Company Inc	banking@pearse-trust.ie	767 South Alameda Street, Los Angeles, CA, 90021	4,167																
MVP LS Fund CCVI LLC	Tyler@microventures.com	11601 Alterra Pkwy, Austin, TX, 78758	12,014																
Mykhaylo Kolesnik	Email Address on File	Address on File	1,666																
Mykola Blokhin	Email Address on File	Address on File	5,208																
NBM US Holdings Inc.	rafael.braz@marfrig.com.br	C/O The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, WILMINGTON, DE, 19801										342,252	1,004,377			434,420	434,420		
Nicolas Chu and Charlotte Lord	Email Address on File	Address on File				1,550	1,550	8,186	8,509	11,092	11,092			1,273	4,017	3,615	3,615		
Nicolas Valenzuela	Email Address on File	Address on File	1,271															249,172	
NOA Capital Corp.	fmarroquin@inmex.com	48 Princes Place Holland Park, London, W11 4QA, United Kingdom	33,333									1,369,009	4,017,514						
O Shacks Ltd	ejgallegos@yahoo.com	No Address Available										41,070	120,524						
Oleg Popov	Email Address on File	Address on File	6,000																
Orbis Partners LP	ijuanmarcos@sieteleguas.com.mx	3490 Piedmont Rd NE, Suite 304, Atlanta, GA, 30305										34,225	100,437						
Out of the Box IX, LLC	mporras@bedrockcapital.com.mx	c/o Bedrock Capital Partners, Rua Mouzinho da Silveira, 32., Lisboa, 1250-008, Portugal	155,000																
Pedro Sarabia	petusarabia@gmail.com	555 5th Ave NE, Unit 424, Unit 4, Saint Petersburg, FL, 33701	245																
Pine Hill (Delaware) LLC	eduardoantonio.gomez@mfamilyoffice.net	Attn: General Counsel, Calle Hermanos Pinzon 4, Apt 7, Madrid, 28036, Spain										13,690	40,174			20,086	20,086		
Prestige Management, Ltd.	ckostova@ainvadvisors.com	Appomattox Advisory, Inc., 623 Fifth Avenue, NY NY 10022,										17,112	50,217						
Priscilla Rojas	Email Address on File	Address on File	4,687																
Publio Lorenzo	Email Address on File	No Address Available				25,000	25,000	5,880	6,112					3,354	10,584				
Quattro International Enterprises Inc	iha@axxets.bs	7th Floor, Hume House, Ballsbridge 4, Dublin, Ireland	8,334																

List of the Debtors' Shareholder and Warrant Holders¹

Name	Shareholder Email	Shareholder Address	Common (CS)	Series Seed Preferred (PS)	Series Seed Preferred (PS) 1:1 Conversion Ratio	Series A Preferred (PA)	Series A Preferred (PA) 1:1 Conversion Ratio	Series B-1 Preferred (PB1)	Series B-1 Preferred (PB1) 1.0396257277 (PB1) 02833424204 583429:1 Conversion Ratio	Series B Preferred (PB)	Series B Preferred (PB) 1:1 Conversion Ratio	Series C-1 Preferred (PC1)	Series C-1 Preferred (PC1) 2.9346149210 558033023984 57274:1 Conversion Ratio	Series C Preferred (PC)	Series C Preferred (PC) 3.1557390221 36515206299 46567:1 Conversion Ratio	Series D Preferred (PD)	Series D Preferred (PD) 1:1 Conversion Ratio	Options and RSU's Outstanding Under 2016 Stock Plan	(W) Common Warrants
Rafael Pieretti	Email Address on File	Address on File	805,362																
Raji Gupta	Email Address on File	Address on File	7,887																
Rawlins Business Corp	rosana.baeumler@sequent.limited	c/o Sequent (Schweiz) AG, Attn: General Counsel, Seefeldstrasse 279a, Zurich, 8008, Switzerland										410,702	1,205,252			130,569	130,569		
Rebecca Carpenter	Email Address on File	Address on File	4,444																
Rebecca Dyer	Email Address on File	Address on File	6,996																
Ricardo Wright	Email Address on File	No Address Available										17,112	50,217						
Richard L Taney Revocable Trust	Email Address on File	No Address Available						12,688	13,190										
Roberto Solana	Email Address on File	No Address Available				51,395	51,395												
Robin Mendieta	Email Address on File	Address on File	500																
Roger Wright	Email Address on File	No Address Available										13,690	40,174						
Roman Ajzen & Alicia Staton	Email Address on File	No Address Available										13,690	40,174						
RUM INVESTMENTS, LLC	rmueller@forrestalcapital.com	400 Bellemead Street Ste 800, Greensboro, NC, 27401						39,474	41,037					4,287	13,528				
Serhii Ruskyykh	Email Address on File	No Address Available	1,000																
Silkin Capital LLC	jordan@silkincapital.com	11111 BISCAYNE BLVD, APT #756., MIAMI, FL, 33181	3,334																
Soraya Marquez Barrios 2015 Irrevocable Trust	Email Address on File	No Address Available	12,500									34,225	100,437						
Soul Global LP	meyer@mishkin-associates.com	708 3rd Ave Fl 6, New York City, NY, 10017	41,875			15,000	15,000												
South Pacific Investment Holdings LLC	julio@kuecapital.com	1201 NORTH MARKET ST FL 18 P.O. BOX 1347, WILMINGTON, DE, 19801										205,351	602,626						
SPG-IF2 SAPI DE CV	ogn@ignia.vc	No Address Available										328,562	964,202						
Suma Capital Group Inc	supermellon@yahoo.com	Av. Diagonal, 640, 5º F, Les Corts, 08017 Barcelona, Spain	6,000																
Susan Webb	Email Address on File	No Address Available				1,875	1,875	5,516	5,734	13,037	13,037								
Tamara Belkina	Email Address on File	Address on File	3,125																
TAOFF-IF2	mchu68@gmail.com	No Address Available						386,098	401,395			5,133	15,063	63,654	200,875				
The Hatchlings Fund Ltd.	ogil@ainvadvisors.com	623 5TH AVE., 28TH FLOOR, NEW YORK, NY, 10022				128,751	128,751			36,483	36,483								
The Ivan Gallegos Rivas LLC	ivan.gallegos@pamontecapital.com	Attn: General Counsel, 1158 Fifth Ave, Apt 5B, New York, NY, 10029										20,535	60,262						
The Montufar Family Revocable Trust	Email Address on File	Address on File										17,112	50,217						
Touchdown Partners, LLC	tom@tgpalmr.com	No Address Available	178,078																
Valor Real Corporation	m.torres@myfmc.net	Attn: General Counsel, Centro Banaven Ave la Estancia Chuao, PHD Chacao, Caracas, Venezuela														50,240	50,240		
Viktorii Petrunets	Email Address on File	Address on File	2,000																
VT Private Investments LLC	tllopezv@hotmail.com	5534 Hansel Ave Ste J, Orlando, FL, 32809-3405										3,579	10,502						
William Odom	Email Address on File	Address on File	10,000																
WiseLife Investments S.A.	claus.salge@gmail.com	Hisar, Haryana, India, Hisar, Haryana, India												28,644	90,392				
Yegor Anchyskhin	Email Address on File	Address on File	129,776																
Yongchao Hao	Email Address on File	Address on File	5,000																


Fill in this information to identify the case and this filing:Debtor Name Takeoff Technologies, Inc.United States Bankruptcy Court for the: _____ District of Delaware
(State)

Case number (If known): _____

Official Form 202**Declaration Under Penalty of Perjury for Non-Individual Debtors****12/15**

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

 Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☒ Other document that requires a declaration Consolidated Corporate Ownership Statement and List of Equity Holders

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 05/30/2024
MM / DD / YYYY

X/s/ Brett M. Anderson

Signature of individual signing on behalf of debtor

Brett M. Anderson

Printed name

Deputy Chief Restructuring Officer

Position or relationship to debtor